

bajaj CONSUMER CARE

July 15, 2019

DCS-CRD BSE Ltd. First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3719/ 2039 Stock Code: 533229	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238/66418124/5/6/ Stock Code: BAJAJCORP
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Dear Sir(s),

Sub : Results of Remote E-voting and voting through Polling Paper/ Ballot Paper for the 13th Annual General Meeting held on July 15, 2019.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulation) and applicable provisions of the Companies Act, 2013 and Rules made thereunder, please find enclosed remote e-voting and poll results along with Scrutinizer Report for the 13th Annual General Meeting of the Company held on July 15, 2019.

It may be noted that all the Resolutions placed before the Meeting as per the Notice of the 13th Annual General Meeting were approved by the Members with the requisite majority.

The same may please be taken on record and disseminated to all concerned.

Thanking you,

Yours faithfully,

For Bajaj Consumer Care Limited



Makarand Karnataki
Head – Legal & Company Secretary
Membership No.: ACS 14509

Encl: as above

Voting Results for the 13th Annual General Meeting

Date of the AGM/EGM	July 15, 2018
Total number of shareholders on record date	32,380
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 34
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Agenda-wise disclosure

Resolution required: (Ordinary/ Special)		1. Ordinary Resolution - Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for Financial Year ended March 31, 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes – Favour	No. of Votes – Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88,525,000	88,525,000	100.0000	88,525,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,525,000	100.0000	88,525,000	0	100.0000	0.0000
Public-Institutions	E-Voting	49,550,153	41,038,405	82.8220	41,038,405	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,038,405	82.822	41,038,405	0	100.0000	0.0000
Public-Non Institutions	E-Voting	9,424,847	591,033	6.2710	591,030	3	99.9994	0.0005
	Poll		362	0.0038	362	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		591,395	6.2748	591,392	3	99.9995	0.0005
Total		147,500,000	130,154,800	88.2405	130,154,797	3	100.0000	0.0000



Resolution required: (Ordinary/ Special)		2. Ordinary Resolution - To confirm the Interim Dividend of 1400 Rs. 14.00 per Equity Share declared and paid on 14,75,00,000 Equity Shares of Face Value of Re. 1- each for the Financial Year ended March 31, 2019, as Final Dividend.						
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes – Favour	No. of Votes – Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88,525,000	88,525,000	100.0000	88,525,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,525,000	100.0000	88,525,000	0	100.0000	0.0000
Public-Institutions	E-Voting	49,550,153	41,098,338	82.9429	41,098,338	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,098,338	82.9429	41,098,338	0	100.0000	0.0000
Public-Non Institutions	E-Voting	9,424,847	591,033	6.2710	591,023	10	99.9983	0.0016
	Poll		362	0.0038	362	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		591,395	6.2748	591,385	10	99.9983	0.0017
Total		147,500,000	130,214,733	88.2812	130,214,723	10	100.0000	0.0000

Resolution required: (Ordinary/ Special)		3. Ordinary Resolution - To appoint a Director in place of Mr. Kushagra Bajaj DIN 00017575, Director, who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes – Favour	No. of Votes – Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88,525,000	88,525,000	100.0000	88,525,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,525,000	100.0000	88,525,000	0	100.0000	0.0000
Public-Institutions	E-Voting	49,550,153	40,913,761	82.5704	28,852,884	12,060,877	70.5212	29.4787
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		40,913,761	82.5704	28,852,884	12,060,877	70.5212	29.4788
Public-Non Institutions	E-Voting	9,424,847	591,033	6.2710	591,016	17	99.9971	0.0028
	Poll		362	0.0038	362	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		591,395	6.2748	591,378	17	99.9971	0.0029
Total		147,500,000	13,00,30,156	88.1560	11,79,69,262	1,20,60,894	90.7245	9.2755



Resolution required: (Ordinary/ Special		4. Ordinary Resolution - To consider appointment of Ms. Lilian Jessie Paul as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes – Favour	No. of Votes – Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88,525,000	88,525,000	100.0000	88,525,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,525,000	100.0000	88,525,000	0	100.0000	0.0000
Public-Institutions	E-Voting	49,550,153	41,098,338	82.9429	40,913,761	184,577	99.5508	0.4491
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,098,338	82.9429	40,913,761	184,577	99.5509	0.4491
Public-Non Institutions	E-Voting	9,424,847	590,975	6.2704	590,958	17	99.9971	0.0028
	Poll		362	0.0038	362	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		591,337	6.2742	591,320	17	99.9971	0.0029
Total		147,500,000	130,214,675	88.2811	130,030,081	184,594	99.8582	0.1418

Resolution required: (Ordinary/ Special		5. Special Resolution - To consider the re-appointment of Mr. Apoorv Bajaj as Executive President of the Company, for a period of 5 years commencing November 5, 2019						
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes – Favour	No. of Votes – Against	% of Votes - Favour on votes polled	% of Votes - Against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88,525,000	88,525,000	100.0000	88,525,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,525,000	100.0000	88,525,000	0	100.0000	0.0000
Public-Institutions	E-Voting	49,550,153	40,913,761	82.5704	40,913,761	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		40,913,761	82.5704	40,913,761	0	100.0000	0.0000
Public-Non Institutions	E-Voting	9,424,847	590,975	6.2704	590,958	17	99.9971	0.0028
	Poll		362	0.0038	362	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		591,337	6.2742	591,320	17	99.9971	0.0029
Total		147,500,000	130,030,098	88.1560	130,030,081	17	100.0000	0.0000



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

13th Annual General Meeting

Name of the Company: - Bajaj Consumer Care Limited

(formerly known as Bajaj Corp Limited)

CIN:- L01110RJ2006PLC047173

Date of AGM: - Monday, 15th July, 2019 at 10.00 a.m.

Venue:- Crimson Park, Shree Kanak Hotel, 328-A, Sevashram Circle, Airport Road,

Udaipur - 313001

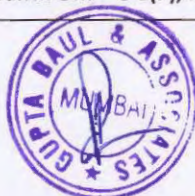
CONSOLIDATED SCRUTINIZER'S REPORT

Consolidated Scrutinizer's Report on Remote e-voting and voting through Polling Paper/Ballot Paper conducted at the 13th Annual General Meeting of Bajaj Corp Limited held on Monday, July 15, 2019 at 10:00 A.M.

1. Appointment as Scrutinizer

The Board of Directors of Bajaj Consumer Care Limited (the Company) at its meeting held on April 9, 2019 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the Polling papers/Ballot papers received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by Polling papers/Ballot papers on the resolutions contained in the aforesaid notice of the 13th AGM of the Members of the Company dated April 9, 2019. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and Polling papers/Ballot papers is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" on



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

the resolutions as specified in the notice of AGM dated April 9, 2019 based on the reports generated from the remote e-voting system provided by Karvy Computershare Private Limited (KCPL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

2. Dispatch of Notice convening the AGM.

The Company has informed that, on the basis of the Register of Members and the list of beneficiary owners made available by the depositories viz, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the notice of the AGM as under:

- On 20/06/2019 by e-mail to 26972 Members who had registered their email ids with the Company/Depositories.
- On 20/06/2019 by speed post to 5180 Members in physical form.

3. Cut-off date

The voting rights were reckoned as on Monday, July 8, 2019, being the cutoff date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the AGM.

4. Remote E-Voting

4.1 Agency

The Company had appointed KCPL as the service provider for extending the facility of remote e-voting to the Members of the Company. KCPL is also the Registrar and the Share Transfer Agents (RTA) of the Company and has provided the system for recording the votes of the Members electronically on all the items of the businesses (Ordinary and Special) sought to be transacted in the 13th AGM of the Company which was held on July 15, 2019.

4.2 Remote e-voting

In terms of Rule 20 (4) (vi) of Companies (Management and Administration) Rules, 2014, the remote e-voting facility was kept open for 4 days i.e. from Thursday, July 11, 2019 at



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

9.00 a.m. till Sunday July 14, 2019 at 5.00 p.m. and the Members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-voting platform provided by KCPL.

At the end of the voting period on Sunday July 14, 2019 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

5. Voting by Polling/Ballot Papers

The Company had offered facility for voting by way of Polling Papers/Ballot Papers at the AGM for the Members who have not cast their vote by remote e-voting.

Any Member who has exercised his right to vote through remote e-voting were allowed to participate in the AGM but were not allowed to vote again at the AGM by way of Polling papers/Ballot papers.

In case of Member casting his vote by both modes i.e. remote e-voting and Polling papers/Ballot papers at the AGM, voting done through remote e-voting prevailed and the voting done through Polling papers/Ballot papers were treated as invalid.

6. Voting at the AGM

6.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration), 2014 (as amended), for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote at the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/Folio Nos, number of shares held but not the manner in which they have voted.

6.2 Accordingly, KCPL, the remote e-voting Agency provided me with the names, DP ID & Client ID/Folio Nos and shareholding of the Members who had cast their votes through remote e-voting.

6.3 At the venue of the 13th AGM of the Company held on Monday, July 15, 2019, the facility to vote through Polling papers/Ballot papers has been provide to facilitate those



GUPTA BAUL & ASSOCIATES

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Members present in the AGM but could not participate in the Remote e-voting to register their votes.

6.4 After the Chairman announced the commencement of voting, the empty Ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me.

7. Counting Process

7.1 I unblocked the remote e-voting results on the KCPL e-voting platform as prescribed in Rule 20 (4) (vii) of Companies (Management and Administration), 2014 (as amended) in the presence of Mr Vinod Singh Negi and Ms. Sonal Babal and downloaded the remote e-voting results.

7.2 On completion of voting at the AGM, the sealed ballot box was subsequently opened in my presence as prescribed under aforesaid Rule and Polling papers/Ballot papers were diligently scrutinized.

7.3 The Polling papers/Ballot papers were reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the Company. There were no Polling papers/Ballot papers, which were incomplete and/or which were otherwise found defective to be treated as invalid.

8. Results

8.1 I observed that

- a) 12 Members had cast their votes at the AGM representing 362 votes out of which none of them were found to be invalid.
- b) 146 Members had cast their votes through remote e-voting.

8.2 The Consolidated Results with respect to each item of the agenda as set out in the Notice of the 13th AGM dated April 09, 2019 is enclosed.

8.3 Based on the aforesaid results, I report that Five Ordinary Resolutions as contained in Item No. 1 to Item No. 5 of the Notice of the 13th AGM dated April 09, 2019 have been passed with requisite majority.



GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

I hereby confirm that I am maintaining the Registers/Records received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Polling Papers/Ballot Papers by the Members of the Company. The Polling Papers/Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the 13th AGM.



Prasanjit Kumar Baul
Partner
Gupta Baul & Associates
Company Secretaries
ACS 34347 COP 12981

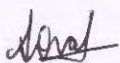


Date:- July 15, 2019
Place:- Udaipur

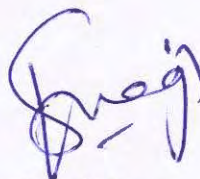


Mr. Gaurav Dalmia
Chairman
Date:- July 15, 2019
Place:- Udaipur

Witnesses:-



1. Sonal Babal
Date:- July 15, 2019
Place:- Udaipur



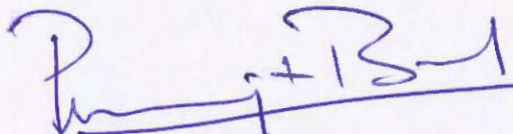
2. Vinod Singh Negi
Date:- July 15, 2019
Place:- Udaipur

Consolidated Results

Item No.1 : Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon, for the Financial Year ended March 31, 2019.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	142	130154435	12	362	154	130154797	99.95
Dissent	1	3	0	0	1	3	0.00
Abstain	3	60063	0	0	3	60063	0.05
Total*	146	130214501	12	362	158	130214863	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.1 of the Notice of the 13th AGM dated April 9, 2019 has been passed with requisite majority.


Prasanjit Kumar Baul
Partner
Gupta Baul & Associates
Company Secretaries
ACS 34347 COP 12981



Date: July 15, 2019

Place: Udaipur

Item No.2 : To confirm the Interim Dividend of 1400% (Rs. 14.00) per Equity Share declared and paid on 14,75,00,000 Equity Shares of Face Value of Re. 1/- each for the Financial Year ended March 31, 2019, as Final Dividend – Ordinary Resolution.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	144	130214361	12	362	156	130214723	100.00
Dissent	1	10	0	0	1	10	0
Abstain	1	130	0	0	1	130	0
Total*	146	130214501	12	362	158	130214863	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.2 of the Notice of the 13th AGM dated April 9, 2019 has been passed with requisite majority



Prasanjit Kumar Baul
Partner
Gupta Baul & Associates
Company Secretaries
ACS 34347 COP 12981

Date: July 15, 2019

Place: Udaipur

Item No. 3: To appoint a Director in place of Mr. Kushagra Bajaj (DIN: 00017575), Director, who retires by rotation and being eligible, offers herself for re-appointment – Ordinary Resolution.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	91	117968900	12	362	103	117969262	90.60
Dissent	52	12060894	0	0	52	12060894	9
Abstain	3	184707	0	0	3	184707	0
Total*	146	130214501	12	362	158	130214863	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.3 of the Notice of the 13th AGM dated April 9, 2019 has been passed with requisite majority




Prasanjit Kumar Baul
Partner
Gupta Baul & Associates
Company Secretaries
ACS 34347 COP 12981

Date: July 15, 2019
Place: Udaipur

Item No. 4: To consider appointment of Ms. Lilian Jessie Paul (DIN:- 02864506) as an Independent Director of the Company – Ordinary Resolution.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	139	130029719	12	362	151	130030081	99.86
Dissent	5	184594	0	0	5	184594	0.14
Abstain	2	188	0	0	2	188	0
Total*	146	130214501	12	362	158	130214863	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.4 of the Notice of the 13th AGM dated April 9, 2019 has been passed with requisite majority.




Prasanjit Kumar Baul
Partner
Gupta Baul & Associates
Company Secretaries
 ACS 34347 COP 12981

Date: July 15, 2019
Place: Udaipur

Item No. 5: To consider re-appointment of Mr. Apoorv Bajaj as Executive President of the Company, effective November 5, 2019 – Ordinary Resolution.

Particulars	Remote e-voters		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	139	130029719	12	362	151	130030081	99.86
Dissent	3	17	0	0	3	17	0.00
Abstain	4	184765	0	0	4	184765	0
Total*	146	130214501	12	362	158	130214863	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No.5 of the Notice of the 13th AGM dated April 9, 2019 has been passed with requisite majority.




Prasanjit Kumar Baul
Partner
Gupta Baul & Associates
Company Secretaries
 ACS 34347 COP 12981

Date: July 15, 2019
Place: Udaipur